

EXHIBIT E

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CENTAURO LIQUID OPPORTUNITIES
MASTER FUND, L.P.,

Plaintiff,

Case No. 15-cv-09003 (LTS)(SN)

- v -

ALESSANDRO BAZZONI, CINQUE TERRE
FINANCIAL GROUP, LTD., CT ENERGIA LTD.,
and CT ENERGIA LTD. d/b/a ELEMENTO LTD.,

Defendants.
----- X

**DECLARATION OF CARLOS GALINDEZ
IN SUPPORT OF ELEMENTO'S MOTION TO DISMISS
AND IN
OPPOSITION TO DEFENDANT'S MOTION
TO AMEND THE ORDER OF ATTACHMENT**

CARLOS GALINDEZ, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I make this declaration in support of the motion of Elemento Ltd. ("Elemento") to dismiss the amended complaint and in opposition to plaintiff's motion to expand the order of attachment.
2. I make this declaration based upon (a) personal knowledge including knowledge gleaned from a review of Elemento's books and records or (b) where indicated, upon information and belief.
3. Although I read English to a certain degree, my mother tongue is Spanish. Accordingly counsel has helped me prepare this declaration.
4. My interaction with Elemento began in early 2016, in my capacity as an independent financial advisor to Alessandro Bazzoni. On August 18, 2016, I became an Elemento Director, a position I have currently. Based on these positions, I am familiar with



Elemento's day-to-day operations, business, financial affairs, and books and records. Based on my positions and responsibilities, I have become familiar with some of the activities undertaken by Elemento prior to my association.

5. In brief, Elemento is engaged in the business of oil trading. In other words, its primary activity is the purchase and resale of large quantities of oil and related products. It is not engaged in oil exploration or distribution.

6. Elemento's principal office—where trading occurs—is located in Caracas, Venezuela. It also maintains an office in London from which it conducts certain administrative and back office activities, but from which does not conduct any trading activity.

The Organization of Elemento

7. Elemento is a Malta company. Copies of documents filed with Malta officials, attached to the accompanying declaration of Michael T. Sullivan (the "Sullivan Declaration"), demonstrate that: Elemento was established in October 2015 and was originally called "CT Energia Ltd"; and by January 2016 it had become a wholly owned subsidiary of "CT Energia Oil & Gas, Ltd", later renamed Elemento Oil & Gas Ltd. ("EO&G"). At that time, Alessandro Bazzoni and Francisco D'Agostino were EO&G's only shareholders.

8. Elemento was capitalized with funds, approximately \$30 million (the "Financing"), provided by Cedaridge Investment SA ("Cedaridge"), a company I understand to be owned by Ricardo Cisneros. Receipt of the proceeds of the Financing is reflected in Elemento's bank account statements are annexed as Exhibit A to the Declaration of Liana Galanti (the "Galanti Declaration"), Elemento's finance manager. These statements show Elemento's receipt of the financing in two tranches, approximately \$12 million on February 4, 2016 and \$18 million on March 10, 2016. The deposit of the funds is also reflected in the response of Elemento's

bank, GNB Sudameris, to PWC's "Standard request for report for audit purposes" a copy of which is annexed to the Galanti Declaration as Exhibit B. These funds came directly from EO&G, then Elemento's parent, but were the proceeds of the Financing provided by Cedaridge.

9. The Financing was the source of Elemento's capitalization. See Exhibit C to the Galanti Declaration, which is a copy of a report entitled Interim Financial Information of CT Energia Ltd, as Elemento was then called, and which contains PriceWaterhouseCoopers "Independent Review Report," dated 28 March 2016 (the "PWC Report").

10. It is my understanding that Elemento did not conduct any trading activity before receiving the proceeds of the Financing. This is consistent with the information set out in the PWC Report.

11. During my time as a director of Elemento, before its acquisition by CISA Holdings Limited (described below), Elemento did not pursue any material business transaction without Cedaridge approval. I am informed that, prior to my employment by Elemento, Elemento did not pursue and material business transaction without Cedaridge approval

Elemento's Reorganization

12. Around the time I began working at Elemento, several changes occurred.

13. Pursuant to a resolution dated June 21, 2016 and filed with Malta officials on July 19, 2016, Elemento adopted its new (i.e., current) name. That resolution is attached to the Sullivan Declaration.

14. Effective August 18, 2016, Messrs. Bazzoni and D'Agostino resigned as directors of Elemento. The resolution reflecting those resignations is attached to the Sullivan Declaration.

15. Since August 18, 2016, Richard Rothenberg and I have been the sole directors of Elemento.

16. These changes were motivated in part by a desire to reduce the possibility that third parties would confuse Elemento with other companies with which Mr. Bazzoni was affiliated. “Rebranding” as Elemento was an attempt to avoid confusion among prospective counterparties. Rebranding was motivated in part by our awareness of ongoing litigation involving Mr. Bazzoni, including this lawsuit.

17. On or about February 7, 2017, pursuant to a share purchase and novation agreement, by and between EO&G, Cedaridge and another member of the Cisneros group of companies, CISA Holdings Limited (“CISA”), EO&G sold, transferred and assigned to CISA 100% of the issued shares, and all voting rights in Elemento. As consideration for such shares, a novation of the \$30,000,000.00 debt owed to Cedaridge by EO&G was executed and CISA assumed all liabilities and obligations related to the debt. A true and correct copy of the Share Purchase and Novation Agreement between EO&G (the “Seller”) and CISA (the “Purchaser”) and Cedaridge (the “Creditor”), dated February 7, 2017, is attached hereto as Exhibit A.

18. Mr. Bazzoni’s continued involvement with Elemento is limited and sporadic. His insight and knowledge are valued, but he has no formal affiliation with the company.

The PetroPeru Purchase

19. On or about February 10, 2017, Elemento purchased from Petróleos del Perú S.A. (“PetroPeru”) 220,000 bbls of naphtha fuel (the “Naphtha Fuel”) (the “PetroPeru Purchase”). The purchase was made following PetroPeru’s acceptance of Elemento’s “bid.”

20. On or about March 7, 2017, PetroPeru invoiced the Naphtha Fuel in the amount of \$12,637,896.00.

21. On or about March 8, 2017, Elemento made payment to PetroPeru in the amount of \$12,637,896.00, using a portion of the proceeds from the Financing. True and correct copies

of the GNB Sudameris Bank Statement for Elemento, dated March 1, 2017 through April 7, 2017 and the TurboSwift Confirmation Report, dated March 8, 2017, confirming the credit transfer in the amount of \$12,637,896.00 from Elemento to PetroPeru, are attached hereto as Exhibits B and C respectively.

22. After making this purchase, I learned that Elemento had used a registration number that PetroPeru had assigned to Cinque Terre Financial Group Ltd. (“CTFG”), a different company with which Mr. Bazzoni was affiliated, a company that was then and now in insolvency / liquidation proceedings in the British Virgin Islands (“BVI”). At the time of the transaction, I was unaware that the registration number was unique to any particular party, such as CTFG.

23. After the transaction, I learned that certain Elemento personnel had acted inappropriately. The employment of one involved person was later terminated and Elemento has made significant internal changes with respect to employee responsibility for trading and customer contact, and has also instituted risk management procedures to ensure that this type of administrative error does not happen again.

24. I understand that this transaction has been scrutinized in a number of courts and CTFG’s liquidator is satisfied with the outcome.

Elemento’s UK Subsidiaries

25. Elemento established an office in London in mid-2016 from which it intended to provide certain administrative and back office services. Elemento was advised that it was necessary to establish a “local” corporate presence, that is, a company organized under English law. To that end, accountants were instructed to establish Elemento Services Limited, as a wholly owned subsidiary of Elemento. For no apparent reasons, this effort was delayed. Accordingly, Mr. Rothenberg took independent steps to establish the subsidiary, Elemento

Solutions Limited. As it developed, both subsidiaries were established, but only Elemento Solutions Limited was used (and only for administrative/back office services).

26. Earlier this year, steps were instituted to terminate the redundant company, Elemento Services Limited, to which plaintiff has objected.

27. To be clear, neither UK subsidiary was used for any trading or other commercial activity. Only Elemento Solutions Limited was used in any capacity, which was limited to administrative and back office support.

Elemento Employees

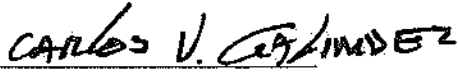
28. I am informed that plaintiff alleges that Elemento employs the same personnel as a BVI entity allegedly owned by Alessandro Bazzoni, CT Energia, Ltd., including Richard Rothenberg, Mark Walker, and Robert Alpha. Neither Mark Walker nor Robert Alpha is employed by Elemento or any of its parent or subsidiary companies. Mr. Rothenberg is a director of Elemento. While I am not familiar with the activities of the BVI company, CT Energia, Ltd., I am informed that there are no other employees of Elemento who were employees of that company.

Elemento has no connection to New York

Elemento is organized under Malta law; its headquarters and principal place of business are both in Caracas. It is not licensed to conduct business in New York, does not lease or own real property in New York, and does not maintain bank accounts in New York. To the extent its personnel visit New York in connection with Elemento business, such visits are infrequent and limited in duration.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on December 21, 2017.



Carlos Galindez
Director of Elemento Ltd.